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AMENDMENTS TO EQUIPMENT LEASE AGREEMENT

INTERSTATE COMMERCE COMMISSION

The Equipment Lease Agreement dated as of November 15, 1971 (the "Lease"), between Continental Illinois National Bank and Trust Company of Chicago ("Lessor") and Auto-Train Corporation ("Lessee") is hereby amended as follows in view of the enactment of the federal investment tax credit in the Revenue Act of 1971:

1. Paragraph 1 of Exhibit F to the Lease is hereby deleted.
2. The phrase "and in the event that, as provided in Exhibit F, installments of rental are based on the availability to Lessor of an investment credit under Section 38 of the Internal Revenue Code of 1954, as amended" in Paragraph 2 of Exhibit F to the Lease is hereby deleted.
3. The rental figure "2.0710%" in Section 3 of the Lease is hereby deleted and the rental figure "1.9558%" is substituted therefor.
4. The stipulated loss value figures listed in Schedule I to this Amendment shall be the stipulated loss values used in Exhibit E to the Lease.
5. The Auto-Train Road Numbers "40001-40004" listed in Exhibit A to the Lease are hereby deleted and the numbers

"4001-4004" are substituted therefor.

Dated at Chicago, Illinois, this _____ day of February,
1972.

Address:
1801 K Street, N.W.
Washington, D. C. 20006

(Corporate Seal)

ATTEST:

AUTO-TRAIN CORPORATION, Lessee

By

President

Secretary

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF
CHICAGO, Lessor

(Corporate Seal)

ATTEST:

By

Vice President

COMMERCIAL BANKING OFFICER

STATE OF ILLINOIS,

SS:

COUNTY OF COOK ,

On this 7th day of February, 1972, before me personally appeared J. G. Mast, to me personally known, who, being by me duly sworn, says that he is a Vice President of Continental Illinois National Bank and Trust Company of Chicago, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority contained in its By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sandra A. Cook

(Notarial Seal)

DISTRICT OF COLUMBIA, SS:

On this 17 day of MARCH, 1972, before me personally appeared Eugene Kerik Garfield, to me personally known, who, being by me duly sworn, says that he is President of Auto-Train Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elaine M. LaBuda

(Notarial Seal)

My Commission Expires Oct. 14, 1974

Schedule I

STIPULATED LOSS VALUE TABLE

Before Payment No.	1	89.45614%
Thereafter but before payment No.	2	89.16577%
" " " " "	3	88.86181%
" " " " "	4	88.54414%
" " " " "	5	88.21265%
" " " " "	6	87.86720%
" " " " "	7	87.49760%
" " " " "	8	87.10365%
" " " " "	9	86.68511%
" " " " "	10	86.24178%
" " " " "	11	85.77343%
" " " " "	12	85.27982%
" " " " "	13	84.76258%
" " " " "	14	84.22147%
" " " " "	15	83.65630%
" " " " "	16	83.06683%
" " " " "	17	82.45287%
" " " " "	18	81.81417%
" " " " "	19	81.15236%
" " " " "	20	80.46722%
" " " " "	21	79.75855%
" " " " "	22	79.02612%
" " " " "	23	78.26974%
" " " " "	24	77.48918%
" " " " "	25	76.68606%
" " " " "	26	75.86018%
" " " " "	27	75.01132%
" " " " "	28	74.13928%
" " " " "	29	73.24386%
" " " " "	30	72.32484%
" " " " "	31	71.38385%
" " " " "	32	70.42068%
" " " " "	33	69.43514%
" " " " "	34	68.42702%
" " " " "	35	67.39612%
" " " " "	36	66.34224%
" " " " "	37	65.26700%
" " " " "	38	64.17021%
" " " " "	39	63.05167%
" " " " "	40	61.91119%

STIPULATED LOSS VALUE TABLE (Cont'd)

Thereafter but before payment No.	41	60.74857%
" " " " "	42	59.56362%
" " " " "	43	58.35796%
" " " " "	44	57.13140%
" " " " "	45	55.88377%
" " " " "	46	54.61486%
" " " " "	47	53.32449%
" " " " "	48	52.01246%
" " " " "	49	50.68042%
" " " " "	50	49.32817%
" " " " "	51	47.95554%
" " " " "	52	46.56235%
" " " " "	53	45.14841%
" " " " "	54	43.71353%
" " " " "	55	42.25936%
" " " " "	56	40.78572%
" " " " "	57	39.29244%
" " " " "	58	37.77934%
" " " " "	59	36.24625%
" " " " "	60	34.69297%
" " " " "	61	33.12117%
" " " " "	62	31.53068%
" " " " "	63	29.92131%
" " " " "	64	28.29292%
" " " " "	65	26.64533%
" " " " "	66	24.97835%
" " " " "	67	23.29366%
" " " " "	68	21.59109%
" " " " "	69	19.87048%
" " " " "	70	18.13166%
" " " " "	71	16.37449%